



March 21, 2007

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## ENGROSSED SENATE BILL No. 553

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DIGEST OF SB 553 (Updated March 20, 2007 11:47 am - DI 114)

**Citations Affected:** IC 23-1; IC 23-4; IC 23-16; IC 23-17; IC 23-18.

**Synopsis:** Secretary of state fees. Decreases certain filing fees charged by the secretary of state, if a document is filed electronically.

**Effective:** Upon passage.

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### Drozda

(HOUSE SPONSORS — SMITH V, HINKLE)

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January 23, 2007, read first time and referred to Committee on Commerce, Public Policy & Interstate Cooperation.

February 22, 2007, amended, reported favorably — Do Pass.

February 26, 2007, read second time, ordered engrossed. Engrossed.

February 27, 2007, read third time, passed. Yeas 48, nays 0.

#### HOUSE ACTION

March 6, 2007, read first time and referred to Committee on Technology, Research and Development.

March 20, 2007, reported — Do Pass.

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ES 553—LS 7740/DI 114+



March 21, 2007

First Regular Session 115th General Assembly (2007)

PRINTING CODE. Amendments: Whenever an existing statute (or a section of the Indiana Constitution) is being amended, the text of the existing provision will appear in this style type, additions will appear in **this style type**, and deletions will appear in ~~this style type~~.

Additions: Whenever a new statutory provision is being enacted (or a new constitutional provision adopted), the text of the new provision will appear in **this style type**. Also, the word **NEW** will appear in that style type in the introductory clause of each SECTION that adds a new provision to the Indiana Code or the Indiana Constitution.

Conflict reconciliation: Text in a statute in *this style type* or ~~this style type~~ reconciles conflicts between statutes enacted by the 2006 Regular Session of the General Assembly.

## ENGROSSED SENATE BILL No. 553

A BILL FOR AN ACT to amend the Indiana Code concerning state offices and administration.

*Be it enacted by the General Assembly of the State of Indiana:*

1       SECTION 1. IC 23-1-18-3 IS AMENDED TO READ AS  
2       FOLLOWS [EFFECTIVE UPON PASSAGE]: Sec. 3. (a) **Except as**  
3       **provided in subsection (e)**, the secretary of state shall collect the  
4       following fees when the documents described in this subsection are  
5       delivered to the secretary of state for filing:

| 6  | Document   | Fee  |
|----|--|------|
| 7  | (1) Articles of incorporation . . . . .              | \$90 |
| 8  | (2) Application for use of                           |      |
| 9  | indistinguishable name . . . . .                     | \$20 |
| 10 | (3) Application for reserved name . . . . .          | \$20 |
| 11 | (4) Application for renewal of reservation . . . . . | \$20 |
| 12 | (5) Notice of transfer of reserved name . . . . .    | \$20 |
| 13 | (6) Application for registered                       |      |
| 14 | name . . . . .                                       | \$30 |
| 15 | (7) Application for renewal of                       |      |
| 16 | registered name . . . . .                            | \$30 |
| 17 | (8) Corporation's statement of change                |      |

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| 1  | of registered agent or registered                  |        |
| 2  | office or both . . . . .                           | No Fee |
| 3  | (9) Agent's statement of change of                 |        |
| 4  | registered office for each                         |        |
| 5  | affected corporation . . . . .                     | No Fee |
| 6  | (10) Agent's statement of                          |        |
| 7  | resignation . . . . .                              | No Fee |
| 8  | (11) Amendment of articles of                      |        |
| 9  | incorporation . . . . .                            | \$30   |
| 10 | (12) Restatement of articles of                    |        |
| 11 | incorporation . . . . .                            | \$30   |
| 12 | With amendment of articles . . . . .               | \$30   |
| 13 | (13) Articles of merger or share                   |        |
| 14 | exchange . . . . .                                 | \$90   |
| 15 | (14) Articles of dissolution . . . . .             | \$30   |
| 16 | (15) Articles of revocation of                     |        |
| 17 | dissolution . . . . .                              | \$30   |
| 18 | (16) Certificate of administrative                 |        |
| 19 | dissolution . . . . .                              | No Fee |
| 20 | (17) Application for reinstatement                 |        |
| 21 | following administrative                           |        |
| 22 | dissolution . . . . .                              | \$30   |
| 23 | (18) Certificate of reinstatement . . . . .        | No Fee |
| 24 | (19) Certificate of judicial dissolution . . . . . | No Fee |
| 25 | (20) Application for certificate of                |        |
| 26 | authority . . . . .                                | \$90   |
| 27 | (21) Application for amended certificate           |        |
| 28 | of authority . . . . .                             | \$30   |
| 29 | (22) Application for certificate of                |        |
| 30 | withdrawal . . . . .                               | \$30   |
| 31 | (23) Certificate of revocation of                  |        |
| 32 | authority to transact business . . . . .           | No Fee |
| 33 | (24) Biennial report filed in writing,             |        |
| 34 | including by facsimile . . . . .                   | \$30   |
| 35 | (25) Biennial report filed by                      |        |
| 36 | electronic medium . . . . .                        | \$20   |
| 37 | (26) Articles of correction . . . . .              | \$30   |
| 38 | (27) Application for certificate of                |        |
| 39 | existence or authorization . . . . .               | \$15   |
| 40 | (28) Any other document required or                |        |
| 41 | permitted to be filed by this                      |        |
| 42 | article, including an application                  |        |

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for any other certificates or  
 certification certificate (except  
 for any such other certificates  
 that the secretary of state may  
 determine to issue without  
 additional fee in connection with  
 particular filings) and a request  
 for other facts of record under  
 section 9(b)(6) of this chapter . . . . . \$30

(b) The fee set forth in subsection (a)(24) for filing a biennial report  
 is:

(1) fifteen dollars (\$15) per year, for a filing in writing, including  
 facsimile; and

(2) ten dollars (\$10) per year, for a filing by electronic medium;  
 to be paid biennially.

(c) The secretary of state shall collect a fee of ten dollars (\$10) each  
 time process is served on the secretary of state under this article. If the  
 party to a proceeding causing service of process prevails in the  
 proceeding, then that party is entitled to recover this fee as costs from  
 the nonprevailing party.

(d) The secretary of state shall collect the following fees for copying  
 and certifying the copy of any filed document relating to a domestic or  
 foreign corporation:

(1) Per page for copying . . . . . \$ 1

(2) For a certification stamp . . . . . \$15

**(e) If document described in subsection (a)(1) or (a)(20) is filed  
 by electronic means as prescribed by the secretary of state, the  
 secretary of state shall collect a filing fee of seventy-five dollars  
 (\$75).**

SECTION 2. IC 23-4-1-45 IS AMENDED TO READ AS  
 FOLLOWS [EFFECTIVE UPON PASSAGE]: Sec. 45. (a) To qualify  
 as a limited liability partnership, a partnership under this chapter must  
 do the following:

(1) File a registration with the secretary of state in a form  
 determined by the secretary of state that satisfies the following:

(A) Is signed by one (1) or more partners authorized to sign  
 the registration. A signature on a document under this clause  
 that is transmitted and filed electronically is sufficient if the  
 person transmitting and filing the document:

(i) has the intent to file the document as evidenced by a  
 symbol executed or adopted by a party with present  
 intention to authenticate the filing; and

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(ii) enters the filing party's name on the electronic form in a signature box or other place indicated by the secretary of state.

(B) States the name of the limited liability partnership, which must:

(i) contain the words "Limited Liability Partnership" or the abbreviation "L.L.P." or "LLP" as the last words or letters of the name; and

(ii) be distinguishable upon the records of the secretary of state from the name of a limited liability partnership or other business entity registered to transact business in Indiana.

(C) States the address of the partnership's principal office.

(D) States the name of the partnership's registered agent and the address of the partnership's registered office for service of process as required to be maintained by section 50 of this chapter.

(E) Contains a brief statement of the business in which the partnership engages.

(F) States any other matters that the partnership determines to include.

(G) States that the filing of the registration is evidence of the partnership's intention to act as a limited liability partnership.

(2) **Except as provided in subdivision (3),** file a ninety dollar (\$90) registration fee with the registration.

**(3) If the registration required under subdivision (1) is filed electronically, file a filing fee of seventy-five dollars (\$75).**

(b) The secretary of state shall grant limited liability partnership status to any partnership that submits a completed registration with the required fee.

(c) Registration is effective and a partnership becomes a limited liability partnership on the date a registration is filed with the secretary of state or at any later date or time specified in the registration. The registration remains effective until it is voluntarily withdrawn by filing with the secretary of state a written withdrawal notice under section 45.2 of this chapter.

(d) The status of a partnership as a limited liability partnership and the liability of a partner of a limited liability partnership is not adversely affected by errors or subsequent changes in the information stated in a registration under subsection (a).

(e) A registration on file with the secretary of state is notice that the partnership is a limited liability partnership and is notice of all other facts set forth in the registration.

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SECTION 3. IC 23-4-1-49 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE UPON PASSAGE]: Sec. 49. (a) Before transacting business in this state, a foreign limited liability partnership shall do the following:

(1) Comply with any statutory or administrative registration or filing requirements governing the specific type of business in which the partnership is engaged.

(2) File a registration with the secretary of state in a form determined by the secretary of state that satisfies the following:

(A) Is signed at least by one (1) partner authorized to sign the registration. A signature of an authorized partner on a document under this clause that is transmitted and filed electronically is sufficient if the authorized partner transmitting and filing the document:

(i) has the intent to file the document as evidenced by a symbol executed or adopted by a party with present intention to authenticate the filing; and

(ii) enters the filing party's name on the electronic form in a signature box or other place indicated by the secretary of state.

(B) States the name of the limited liability partnership which must contain the words "Limited Liability Partnership" or the abbreviation "L.L.P." or "LLP" or other similar words or abbreviations as may be required or authorized by the laws of the jurisdiction where the partnership is registered as the last words or letters of the name.

(C) States the jurisdiction in which the partnership is registered as a limited liability partnership.

(D) States the address of the partnership's principal office.

(E) States the name of the partnership's registered agent and the address of the partnership's registered office for service of process as required to be maintained by section 50 of this chapter.

(F) Contains a brief statement of the business in which the partnership engages.

(G) States any other matters that the partnership determines to include.

(H) States that the filing of the registration is evidence of the partnership's intention to act as a limited liability partnership.

(3) **Except as provided in subdivision (4),** file a ninety dollar (\$90) registration fee with the registration.

(4) **If the registration required under subdivision (2) is filed**

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electronically, file a filing fee of seventy-five dollars (\$75).

(b) The secretary of state shall permit a foreign limited liability partnership that:

(1) submits a completed registration;

(2) submits the fees required ninety dollars (\$90) under subsection (a); and

(3) otherwise complies with this chapter;

to transact business in the state. A registration remains effective until the registration is voluntarily withdrawn under section 45.2 of this chapter.

(c) The internal affairs of foreign limited liability partnerships, including the liability of partners for debts, obligations, and liabilities of or chargeable to the partnership or a partner or partners, are subject to and governed by the laws of the jurisdiction in which the foreign limited liability partnership is registered.

SECTION 4. IC 23-16-12-4 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE UPON PASSAGE]: Sec. 4. (a) **Except as provided in subsection (d)**, the secretary of state shall collect the following fees when the documents described in this section are delivered by a domestic or foreign limited partnership ~~or a foreign limited liability company~~ to the secretary of state for filing:

| Document  | Fee    |
|---|--------|
| (1) Application for reservation of name . . . . .   | \$20   |
| (2) Application for use of indistinguishable name . . . . .                                   | \$20   |
| (3) Application for renewal of reservation . . . . .  | \$20   |
| (4) Notice of transfer of reserved name . . . . .   | \$20   |
| (5) Application of registered name . . . . .  | \$30   |
| (6) Application for renewal of registered name . . . . .                                      | \$30   |
| (7) Certificate of change of registered agent's<br>business address . . . . .                 | No fee |
| (8) Certificate of resignation of agent . . . . .   | No fee |
| (9) Certificate of limited partnership . . . . .  | \$90   |
| (10) Certificate of amendment . . . . .   | \$30   |
| (11) Certificate of cancellation . . . . .  | \$90   |
| (12) Restated certificate of limited partnership<br>or registration . . . . .                 | \$30   |
| (13) Restated certificate of limited partnership<br>or registration with amendments . . . . . | \$30   |
| (14) Application for registration . . . . .   | \$90   |
| (15) Certificate of change of application . . . . .   | \$30   |
| (16) Certificate of cancellation of<br>registration . . . . .                                 | \$30   |

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| 1  | registered office for each                    |        |
| 2  | affected corporation                          | no fee |
| 3  | (10) Agent's statement of resignation         | no fee |
| 4  | (11) Amendment of articles of                 |        |
| 5  | incorporation                                 | \$30   |
| 6  | (12) Restatement of articles of               |        |
| 7  | incorporation with amendments                 | \$30   |
| 8  | (13) Articles of merger                       | \$30   |
| 9  | (14) Articles of dissolution                  | \$30   |
| 10 | (15) Articles of revocation of                |        |
| 11 | dissolution                                   | \$30   |
| 12 | (16) Certificate of administrative            |        |
| 13 | dissolution                                   | no fee |
| 14 | (17) Application for reinstatement            |        |
| 15 | following administrative                      |        |
| 16 | dissolution                                   | \$30   |
| 17 | (18) Certificate of reinstatement             | no fee |
| 18 | (19) Certificate of judicial dissolution      | no fee |
| 19 | (20) Application for certificate of           |        |
| 20 | authority                                     | \$30   |
| 21 | (21) Application for amended certificate      |        |
| 22 | of authority                                  | \$30   |
| 23 | (22) Application for certificate of           |        |
| 24 | withdrawal                                    | \$30   |
| 25 | (23) Certificate of revocation of             |        |
| 26 | authority to transact business                | no fee |
| 27 | (24) Annual report filed in writing,          |        |
| 28 | including a facsimile                         | \$10   |
| 29 | (25) Annual report filed by electronic medium | \$ 5   |
| 30 | (26) Certificate of existence                 | \$15   |
| 31 | (27) Any other document required or           |        |
| 32 | permitted to be filed by this                 |        |
| 33 | article                                       | \$30   |

(b) The secretary of state shall collect a fee of ten dollars (\$10) upon being served with process under this article. The party to a proceeding causing service of process may recover the fee paid the secretary of state as costs if the party prevails in the proceeding.

(c) The secretary of state shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign corporation:

- (1) One dollar (\$1) a page for copying.
- (2) Fifteen dollars (\$15) for the certification stamp.

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(d) If the document described in subsection (a)(1) or (a)(20) is filed by electronic means as prescribed by the secretary of state, the secretary of state shall collect a filing fee of twenty dollars (\$20).

SECTION 6. IC 23-18-12-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE UPON PASSAGE]: Sec. 3. (a) **Except as provided in subsection (e)**, the secretary of state shall collect the following fees when the documents described in this section are delivered for filing:

| Document  | Fee    |
|---|--------|
| (1) Articles of organization . . . . .  | \$90   |
| (2) Application for use of indistinguishable name . . . . .                       | \$20   |
| (3) Application for reservation of name . . . . .                                 | \$20   |
| (4) Application for renewal of reservation . . . . .                              | \$20   |
| (5) Notice of transfer or cancellation of reservation . . . . .                   | \$20   |
| (6) Application of registered name . . . . .                                      | \$30   |
| (7) Application for renewal of registered name . . . . .                          | \$30   |
| (8) Certificate of change of registered agent's business address . . . . .        | No Fee |
| (9) Certificate of resignation of agent . . . . .                                 | No Fee |
| (10) Articles of amendment . . . . .  | \$30   |
| (11) Restatement of articles of organization . . . . .                            | \$30   |
| (12) Articles of dissolution . . . . .  | \$30   |
| (13) Application for certificate of authority . . . . .                           | \$90   |
| (14) Application for amended certificate of authority . . . . .                   | \$30   |
| (15) Application for certificate of withdrawal . . . . .                          | \$30   |
| (16) Application for reinstatement following administrative dissolution . . . . . | \$30   |
| (17) Articles of correction . . . . .   | \$30   |
| (18) Certificate of change of registered agent . . . . .                          | No Fee |
| (19) Application for certificate of existence or authorization . . . . .          | \$15   |
| (20) Biennial report filed in writing,  |        |

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- 1 including by facsimile . . . . . \$30
- 2 (21) Biennial report filed by electronic medium . . . . . \$20
- 3 (22) Articles of merger involving a
- 4 domestic limited liability company . . . . . \$90
- 5 (23) Any other document required or
- 6 permitted to be filed under this article . . . . . \$30
- 7 (b) The fee set forth in subsection (a)(20) for filing a biennial report
- 8 is fifteen dollars (\$15) per year, to be paid biennially.
- 9 (c) The secretary of state shall collect a fee of \$10 each time process
- 10 is served on the secretary of state under this article. If the party to a
- 11 proceeding causing service of process prevails in the proceeding, that
- 12 party is entitled to recover this fee as costs from the nonprevailing
- 13 party.
- 14 (d) The secretary of state shall collect the following fees for copying
- 15 and certifying the copy of any filed documents relating to a domestic
- 16 or foreign limited liability company:
- 17 (1) One dollar (\$1) per page for copying.
- 18 (2) Fifteen dollars (\$15) for certification stamp.
- 19 (e) **If the document described in subsection (a)(1) or (a)(13) is**
- 20 **filed by electronic means as prescribed by the secretary of state,**
- 21 **the secretary of state shall collect a filing fee of seventy-five dollars**
- 22 **(\$75).**
- 23 **SECTION 7. An emergency is declared for this act.**

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## COMMITTEE REPORT

Madam President: The Senate Committee on Commerce, Public Policy and Interstate Cooperation, to which was referred Senate Bill No. 553, has had the same under consideration and begs leave to report the same back to the Senate with the recommendation that said bill be AMENDED as follows:

Page 3, line 28, delete ":".  
 Page 3, line 29, delete "(1)".  
 Page 3, line 29, delete "; and" and insert ".".  
 Page 3, run in lines 28 through 29.  
 Page 3, delete lines 30 through 32.  
 Page 4, line 29, delete ":".  
 Page 4, line 30, delete "(A)".  
 Page 4, line 30, delete "; and" and insert ".".  
 Page 4, run in lines 29 through 30.  
 Page 4, delete lines 31 through 35.  
 Page 6, line 10, delete ":".  
 Page 6, line 11, delete "(A)".  
 Page 6, line 11, delete "; and" and insert ".".  
 Page 6, run in lines 10 through 11.  
 Page 6, delete lines 12 through 16.  
 Page 7, line 38, delete ":".  
 Page 7, line 39, delete "(1)".  
 Page 7, line 39, delete "; and" and insert ".".  
 Page 7, run in lines 38 through 39.  
 Page 7, delete lines 40 through 42.  
 Page 9, line 21, delete ":".  
 Page 9, line 22, delete "(1)".  
 Page 9, line 22, delete "; and" and insert ".".  
 Page 9, run in lines 21 through 22.  
 Page 9, delete lines 23 through 25.  
 Page 10, line 42, delete ":".  
 Page 11, line 1, delete "(1)".  
 Page 11, line 1, delete "; and" and insert ".".  
 Run in page 10, line 42, through page 11, line 1.  
 Page 11, delete lines 2 through 4.

and when so amended that said bill do pass.

(Reference is to SB 553 as introduced.)

RIEGSECKER, Chairperson

Committee Vote: Yeas 11, Nays 0.

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COMMITTEE REPORT

Mr. Speaker: Your Committee on Technology, Research and Development, to which was referred Senate Bill 553, has had the same under consideration and begs leave to report the same back to the House with the recommendation that said bill do pass.

RESKE, Chair

Committee Vote: yeas 9, nays 0.

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